



EGI Council Terms of Reference



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Title of the Document / Number if required

ABOUT THIS DOCUMENT

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TERMINOLOGY

The EGI glossary of terms is available at <http://go.egi.eu/glossary>.

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Introduction

This document defines the Terms of Reference for the EGI Council, which has been established on 8 February 2010 and modified on 3 August 2015 on the basis of the EGI.eu Statutes. As such, it lays down the procedure and decision-taking process in internal rules and regulations of the EGI Council additionally to those defined in the Statutes of the EGI.eu Foundation. The terms as used in this document follow the definitions of Article 1 of the EGI.eu Statutes.

The EGI Council approved the document during the meeting held on 18 September 2015.

Article 1. Membership and Representation

1. The Council consists of Participants, which adhere to the definitions of Article 5 of the EGI.eu Statutes
2. Each Participant is entitled to nominate one representative and one permanent deputy (as indicated in the letter-of-appointment template).
3. The term of office of the Council Chairperson as defined in article 6.7 of the EGI.eu Statutes is defined as two years.
4. Nominated representatives and their deputies are entitled to participate in Council meetings. If needed, proxies can be appointed on an ad-hoc basis by e-Mail sent to the Council Chairperson with carbon copy (CC) to council secretariat no later than the day before the start of the respective meeting. The Council Chairperson needs to confirm the appointment at the start of the meeting.
5. Observers can be invited to participate in Council meetings. Each Participant is entitled to appoint at most 2 observers for each meeting. A request for observers including the rationale needs to be sent via e-mail to the Council Chairperson with carbon copy (CC) to council secretariat no later than 7 calendar days before the respective meeting. The Council Chairperson needs to confirm the appointment.
6. By default, the Executive Board members, the EGI.eu Director and the EGI.eu Technical Director are invited to the Council Meetings. The Council Chairperson can temporarily revoke that privilege upon request of at least 3 Participant representatives for specific topics on the agenda (during the meeting) or the entire meeting (10 days before). The Executive Board members, the EGI.eu Director and Technical Director are members of the Council Mailing List.
7. Council Meetings are administratively supported by EGI.eu (e.g. by providing the note taker for the meetings).
8. The Council Chairperson should appoint one Vice Chairperson, which is a Council Member and would lead the Council meeting in the absence of the Chairperson.

Article 2. Meeting Procedures and Information Distribution

1. The standard agenda of the Council meetings should comprise at least the following items:
 - a. Appointment of note taker
 - b. Approval of minutes from previous meeting(s)
 - c. Report on changes on the Council representation
 - d. Introduction of guests/observers
 - e. Report from EGL.eu Director
 - f. AOB
2. The time slot and the place of the Council meeting are normally announced with more advance than the minimal 3 weeks (see EGL.eu Statutes Article 6.8); they are typically decided in a previous Council meeting or announced with 6-week advance on the meeting date. The decisions to be taken and the related material are always made available with at least 14-calendar days advance on the meeting date.
3. When the Council is proposed to take decisions without holding a meeting the proposed decisions and the related material are normally sent to the Council at least 21 calendar days before the date of the decision (see EGL.eu Statutes Article 7.8). In urgent cases the period can be shortened till a minimum of 14 calendar days at the discretion of the Council Chairperson.
4. In any standard “in person” Council meeting, remote participation in the discussion is made possible on a best effort basis, with no guarantees regarding quality; remote voting might be allowed if announced in advance.
5. The standard minutes of the Council are the “short minutes” which includes the list of the points discussed, the decision taken, the points still open, the actions decided and the information on which they are based (see EGL.eu Statutes Article 7.10). (A longer version of the minutes, with more details of the discussions, may be kept for internal use of the Council, but their production and usage is a matter outside the ToR.)
6. The draft minutes will be sent by e-mail to the Council, normally within 15 working days after the meeting. Comments to the draft minutes are sent to the Council within the 10 working days after they were circulated. Minutes incorporating the comments are normally circulated by the Chairperson within 5 working days after the period for the comments. If no further comments are received within 5 additional working days, the minutes are considered frozen.
7. The frozen Council minutes are normally made available on the Council site as soon as possible, before the formal approval, with the indication the formal approval is still pending. The Council minutes are formally approved and signed by the Chairperson during the subsequent Council meeting.
8. All the materials produced by EGL.eu and the Projects in which EGL.eu participates are always available for the Council members and deputy members.
9. The minutes (including the agenda) from the EGL.eu Executive Board, including the decisions taken and the actions decided are made available to the Council as soon as possible.
10. The procedure for the Council adoption or approval of an EGL.eu Executive Board decision requiring the Council approval includes the following steps:

- I. The EGI.eu Executive Board meeting prepares the resolution and the related material
- II. The Council Chairperson convenes a Council meeting with the Executive Board decision approvals as agenda points, with the usual convening procedures and timing, transmitting at the same time to the Council the minutes of the EGI.eu Executive Board preparation meeting.

The Council material as described above is kept on a repository for at least 5 years and maintained by EGI.eu.

Article 3. Voting Procedures

1. Prior to a decision proposal that requires a vote by the Council, the Council Chairperson designates a person (typically a member of the Council or EGI.eu that is present at the meeting) that must supervise the voting procedure. This person must be impartial with respect to the voting.
2. Prior to each voting by the Council, the Council Chairperson must present clear and unambiguous guidelines about how the voting will be carried out. The guidelines must include the action(s) to be decided, the required majority, and all possible voting options. These points must be reported in the minutes. Council members must deliver their votes to both the Chairperson and the designated supervisor.
3. The Council Chairperson and designated supervisor must agree on the result of the voting. The Council Chairperson keeps a log of the votes. Regardless of the result of the vote, the Council Chairperson reports the result of the vote to the Council after receipt of all votes cast.
4. Voting by e-mail and/or online electronic voting system can only be authorized by the Council Chairperson. Email voting is only used for items that are considered to not need much additional discussion by the Council. Email voting and/or online electronic voting system may be preceded by a conference call to allow for questions and concerns to be raised.
5. The convening notices for email voting and/or online electronic voting system will be sent by email by the Council Chairperson to the Council with due observance of a period of at least twenty-one calendar days. For decisions that cannot wait until the next Council meeting, a shorter period (of at least ten calendar days) will suffice such at the discretion of the Council Chairperson.
6. Prior to sending out the request for an email vote and/or online electronic vote, the Chairperson designates a person (typically a member of the Council or EGI.eu) that will receive copies or be able to access the result of all the votes cast. This person must be impartial with respect to the voting.
7. The email request from the Council Chairperson must include clear and unambiguous guidelines about how the votes will be taken. The aforementioned email must include a discussion on the action(s) to be decided, the required majority, all possible voting options,

and a deadline for the votes to be cast. Council members must send their votes by email to both the Council Chairperson and the designated supervisor or cast their votes through the online voting system.

8. The Council Chairperson and designated supervisor must agree on the result of the voting. The Council Chairperson keeps a log of all the votes. Regardless of the result of the vote, the Council Chairperson reports the result to the Council within five calendar days after the deadline for voting or within five calendar days after receipt of all the votes.
9. The result of the email voting and/or online electronic voting must be included in the minutes of next scheduled Council meeting as evidence that the decision was properly taken.

Article 4. Appointment of the Executive Board Members

In compliment of Art 8 of the Statutes, the basis for the composition of the Executive Board shall be as follows:

1. At least five (5) of the members of the Executive Board shall be appointed amongst candidates nominated by Participants, who are employed by or otherwise engaged by a Participant.
2. No more than two members of the Executive Board may be appointed amongst other persons nominated by Participants.

Executive Board members, even if nominated by Council Participants are appointed in their own capacity and should act and take decisions for the best of EGL.eu.

They are legally and financially responsible in their personal capacity.

Article 5. Appointment of Committees Coordinated by EGL.eu

1. Standing or special committees may be appointed by the Council. Each appointment of a committee must be accompanied by a written mandate, that includes objectives and tasks, the list of deliverables that shall be produced (with delivery dates), and the duration of the appointment.
2. Each committee must be appointed by a majority vote of the Council. The Council appoints the members of the committee.
3. A committee that is appointed by the Council shall keep minutes of the transactions of its meetings. The minutes shall be made available to the Council as soon as possible. The committee shall report to the Council upon request by any member of the Council.
4. The appointment of any committee and the delegation of authority thereto, shall not relieve the Council, or any member thereof, of any responsibility imposed by law or the EGL.eu Statutes.

5. The Council approves the participation, as coordinator, of EGL.eu in any project after receiving a corresponding proposal from the Executive Board. Each project that is coordinated by EGL.eu shall have a committee, as described above, that reports to the Council. In case the Council decides not to establish such a committee, the Council is responsible for the management of the respective project. Alternatively, the Council can decide to delegate the responsibility for a project to the Executive Board.
6. The Council delegates a priori to the Executive Board the decision of the participation of EGL.eu as partner in any proposal. The Council receives a regular report about the proposals, which EGL.eu is newly involved in.

Article 6. Conflicts of Interest and Confidentiality

1. Members of the Council must report to the Council any circumstances that affect the member's impartiality with regard to the member's functioning in any elected capacity (incl. the Executive Board).
2. The Council shall keep confidential all information pertaining to the transactions of the Council that has been marked confidential in writing, or whose confidential nature results of a decision of the Council, including the information exchanged in the transactions of its committees.
3. Unless otherwise agreed, confidential information obtained by members of the Council as the result of his/her functioning in the Council or any elected capacity, will not be used for the participation, in direct mode or in partnership with other organizations, to tender, commercial activities or business development in competition against other parties. In particular, members who, in the course of their work for the Council or in any other elected capacity, are made aware of any other person's private circumstances, or of research, company or commercial secrets, must not use, transfer or in any other way make available such knowledge to parties not entitled to receive it, and not to make use of it in their own future activities.
4. Any declaration of confidentiality by the Council is applicable without limit of time, or until the Council has released material from this requirement.
5. In case of breach of confidentiality by a person in any elected capacity (incl. the Executive Board) or in case of a conflicting interest between a person in any elected capacity and the foundation, the Council may decide to dismiss this person, temporarily or permanently, from his/her position or engagement with the Council.

Article 7. Amendment of Articles

1. The articles may only be amended by a resolution of the Council.
2. For this purpose the members of the Council will be called to attend a meeting by the Chairperson of the Council within a period of at least twenty-one calendar days, whilst the convening notice will state the proposed amendment of the articles.

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A resolution for the amendment of the articles may only be adopted by a qualified majority vote as described in the Statutes (article 7, paragraph 6).